

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE:

W.R. GRACE & CO., et al

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

(Jointly Administered)

**ORDER APPROVING THE SECOND INTERIM FEE APPLICATION
OF KLETT ROONEY LIEBER AND SCHORLING FOR THE INTERIM PERIOD OF
JANUARY 1, 2002 THROUGH MARCH 31, 2002 [DOCKET NO. 2058]**

Upon consideration of the Second Interim Fee Application of Klett Rooney Lieber & Schorling ("Klett Rooney") retained by the Official Committee of Equity Holders (the "Committee") for allowance of compensation and reimbursement of expenses listed on Exhibit A attached hereto (the "Application"); and it appearing that the requirements of sections 327, 328, 330, 331 and 503(b) under Chapter 11 of Title 11, United States Code (the "Bankruptcy Code"), as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") have been met, that the expenses incurred were reasonable and necessary and that notice of each of the Applications was appropriate; and good cause appearing therefore; it is hereby

ORDERED, that the Application is hereby approved, subject to a reduction of \$1,454.00 of legal fees; and a reduction of \$41.63 of expenses sought in the Application; and it is further

ORDERED, that for the period January 1, 2002 through March 31, 2002, Klett Rooney is granted allowance of compensation in the amount of \$21,078.15, and the reimbursement of reasonable and necessary expenses in the amount of \$3,682.62; and it is further

ORDERED, that the Debtors are authorized and directed to pay Klett Rooney compensation in the amount of \$21,078.15, and reimbursement of reasonable and necessary expenses in the amount of \$3,682.62, less all amounts previously paid on account of such fees and expenses.

Dated: This _____ day of _____, 2002

United States Bankruptcy Judge